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and

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Attorneys for Defendants

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BOARDING SCHOOL REVIEW, LLC,

Plaintiff,

v.

DELTA CAREER EDUCATION CORPORATION
and WESTON EDUCATIONAL, INC., BERKS
TECHNICAL INSTITUTE, INC., MCCANN
EDUCATION CENTERS, INC., MILLER-MOTTE
BUSINESS COLLEGE, INC., SOUTHWEST
BUSINESS COLLEGES, INC., and THE MIAMI-
JACOBS BUSINESS COLLEGE CO.,

Defendants.

DELTA CAREER EDUCATION CORPORATION
et al.,

Cross-Claimants,

v.

BOARDING SCHOOL REVIEW, LLC,

Cross-Defendant.

CIVIL ACTION NO. 11 Civ. 8921 (DAB)

**DECLARATION OF MICHELLE HON DONOVAN
IN RESPONSE TO THE COURT'S ORDER TO SHOW CAUSE**

I, Michelle Hon Donovan, hereby declare:

1. I am an attorney at the law firm Duane Morris LLP, counsel for defendants and counterclaim-plaintiffs. I have personal knowledge of the matters stated herein, and if called as a witness, I could and would testify competently to them. I submit this declaration in response to the Court's Order to Show Cause why the Amended Counterclaims against Plaintiff should not be dismissed for failure to prosecute.

2. Defendants' Amended Counterclaims were filed on November 15, 2013 and were served electronically on Plaintiff on the same date.

3. Plaintiff failed to file an Answer or otherwise respond to Defendants' Amended Counterclaims.

4. On December 10, 2013, I emailed counsel for Plaintiff to meet and confer regarding Plaintiff's failure to respond to Defendants' Amended Counterclaims.

5. The parties have been engaged in settlement negotiations and have reached an agreement on a settlement term sheet. Unfortunately, settlement negotiations took longer than expected due to the unavailability of the parties and counsel over the holidays.

6. The parties are in the process of finalizing a settlement agreement and anticipate filing a stipulation to dismiss all claims in this case sometime next week.

7. In light of these efforts, Defendants respectfully submit that they have been diligent in prosecuting and settling this matter and request that the Court discharge the OSC.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: January 17, 2014

By: s/Michelle Hon Donovan
Michelle Hon Donovan
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